



THOMAS D. MARION
TREASURER

RECORDATION NO. 20595-A FILED

JUL 11 '97

9-53 AM

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

July 10, 1997

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 11 9 53 AM '97

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No 1, dated as of July 8, 1997

This Agreement is a secondary document

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Gunderson, Inc (Manufacturer)
4350 Northwest Front Avenue
Portland, OR 97210

The general description of the equipment is as follows.

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
56' single-unit double- stack well cars.	FC	6	DTTX	560088-560093.

Mr. Vernon A. Williams
July 10, 1997
Page Two

Enclosed is our check in the amount of \$24 00 to cover filing fees

Prior recordations pertaining to this Supplement are as follows:

- 1) Manufacturing Agreement dated as of February 28, 1997, recorded on March 24, 1997, recordation number 20595

A short summary of this Supplement to appear in the Index is as follows.

"Manufacturing Agreement Supplement No.1 covering 6 56' single-unit double-stack well cars, numbered 560088-560093 "

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mkh
Enclosures
k \trstdm\letters\willms9 doc

P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time Thank you very much.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

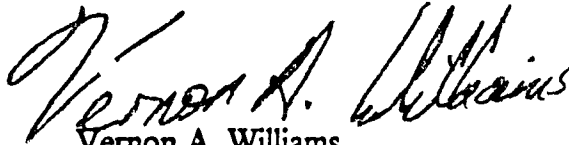
Thomas D. Marion
Treasurer
TEK Company
101 North Wacker Drive
Chicago, Illinois 60606

DATE: 7/11/97

Dear Sir:

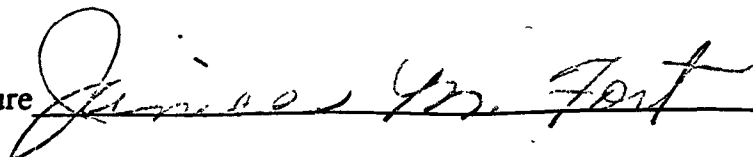
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 7/11/97 at 9:53AM, and
assigned recordation number(s). 20595-A.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature 

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of July 8, 1997,
between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company")

JUL 11 '97

9-53A

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 28, 1997, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11303 (a) on March 24, 1997 at 10:22 am, recordation number 20595, which provides for the execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

GUNDERSON, INC.

By: *A. Sallo*
Vice President

(CORPORATE SEAL)

ATTEST:
Harold A. Watts
Assistant Secretary

TTX COMPANY

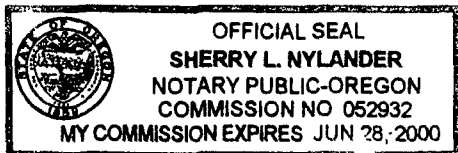
By: *R. J. Quinn*
Vice President and Chief Financial Officer

(CORPORATE SEAL)

ATTEST:
William F. J. [Signature]
Secretary

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 9th day of July, 1997, before me personally appeared S. L. Buelo
to me personally known, who, being by me duly sworn, says
that he is a Vice President of Gunderson Inc.; that one of the seals affixed to the
foregoing instrument is the corporate seal of said corporation; that said instrument was signed
and sealed on behalf of said corporation by authority of its Board of Directors and they
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.



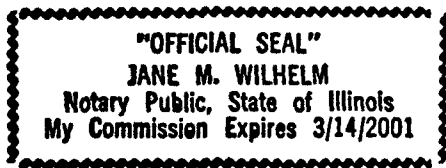
Sherry L. Nylander
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 8th day of July, 1997, before me personally appeared R. E. Zimmerman, to me
personally known, who being by me duly sworn, says that he is the Vice President and Chief
Financial Officer of TTX Company; that one of the seals affixed to the foregoing instrument is
the corporate seal of said corporation; that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors and he acknowledged that the execution
of the foregoing instrument was the free act and deed of said corporation.



Jane M. Wilhelm
Notary Public

(NOTARIAL SEAL)

My Commission expires:

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

GUNDERSON INC.
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	Company Car Numbers (Include)	<u>Unit Price</u>	<u>Total Price</u>	Month Of <u>Delivery</u>	Spec. (Contract Number)
DTTX	6	560089-560093			July 1997	T-5D94-F

ITEM 2: January 31, 1998

ITEM 3: To be determined

ITEM 4: 4350 Northwest Front Avenue
Portland, OR 97210

* 56' Single-unit double-stack well cars. TTX Company Specification No. 68-43-011586, dated January 15, 1986, revised April 12, 1996, and TTX Company Specification No. 68-91-941020 issued October 20, 1994 Gunderson specification R94-21B.